EXHIBIT IV.B.1

Restructuring Transactions

RESTRUCTURING TRANSACTIONS EXHIBIT IV.B.1

In accordance with Section IV.B.1 of the Plan, on or after the Confirmation Date, the Debtors or the Reorganized Debtors (as applicable) will effect the following Restructuring Transactions.

For the avoidance of doubt, although this Exhibit IV.B.1 and the Schedules hereto reflect the Debtors' current intentions with respect to their proposed restructuring and organizational structure on and after the Effective Date, nothing in this Exhibit IV.B.1 or the Schedules hereto shall limit or modify in any way any Section of the Plan (including, but not limited to, Section IV.B.1 thereof) or any related provisions of the Confirmation Order or any authority or discretion granted to the Debtors or the Reorganized Debtors thereby.

The Restructuring Transactions shall occur in the following sequence or as otherwise stated below:

1. Prior to the Confirmation Date, Debtor ANR caused Alpha Natural Resources Holdings, Inc. ("ANR Holdings") to be incorporated. ANR Holdings is not owned by any of the Debtors and is not an affiliate of any of the Debtors.

2. Prior to the Confirmation Date, ANR Holdings formed ANR, Inc. Upon the occurrence of the Effective Date, ANR, Inc. will be Reorganized ANR as defined in the Plan.

- 3. Prior to the Confirmation Date, ANR, Inc. will issue all of its common equity to ANR Holdings in exchange for nominal consideration.
- 4. Debtor Dickenson-Russell Coal Company, LLC will make an entity classification election to be treated as disregarded for U.S. federal income tax purposes.
- 5. The following Debtors will convert to limited liability companies under applicable state law in their current states of incorporation: (a) Alpha Coal West, Inc.; (b) Alpha Midwest Holding Company; (c) DFDSTE Corp.; (d) Maple Meadow Mining Company; (e) Pennsylvania Services Corporation; (f) Plateau Mining Corporation; (g) River Processing Corporation; and (h) Riverton Coal Production, Inc.
- 6. The following Debtors will make entity classification elections to be treated as disregarded for U.S. federal income tax purposes: (a) Alpha Natural Resources International, LLC; (b) AMFIRE Holdings, LLC; (c) Brooks Run South Mining, LLC;

Capitalized terms used but not defined herein shall have the meaning given them in the Plan.

The transactions identified in paragraphs 1 through 3 have occurred prior to the Confirmation Date to prepare for the Restructuring Transactions contemplated by the Plan. All transactions described in paragraphs 4 through 19 will occur no earlier than the Confirmation Date.

- (d) Enterprise Mining Company, LLC; (e) Esperanza Coal Co., LLC; (f) Paramont Coal Company Virginia, LLC; (g) Premium Energy, LLC; and (h) Riverside Energy Company, LLC.
- 7. The following Debtors will convert to limited liability companies under applicable state law in their current states of incorporation: (a) Alpha Appalachia Services, Inc.; (b) Alpha European Sales, Inc.; (c) Boone East Development Co.; (d) Lauren Land Company; and (e) Mill Branch Coal Company.
- 8. The following Debtors will convert to limited liability companies under applicable state law in their current states of incorporation: (a) Alex Energy, Inc.; (b) Aracoma Coal Company, Inc.; (c) Bandmill Coal Corporation; (d) Big Bear Mining Company; (e) Black Castle Mining Company, Inc.; (f) Delbarton Mining Company; (g) Green Valley Coal Company; (h) Independence Coal Company, Inc.; (i) Kanawha Energy Company; (j) Marfork Coal Company, Inc.; (k) Omar Mining Company; (l) Peerless Eagle Coal Co.; (m) Performance Coal Company; (n) Power Mountain Coal Company; (o) Rawl Sales & Processing Co.; (p) Republic Energy, Inc.; (q) Road Fork Development Company, Inc.; (r) Spartan Mining Company; (s) Stirrat Coal Company; and (t) Thunder Mining Company II, Inc.
- 9. The following Debtors will convert to limited liability companies under applicable state law in their current states of incorporation: (a) Appalachia Coal Sales Company, Inc.; (b) Black Mountain Cumberland Resources, Inc.; (c) Elk Run Coal Company, Inc.; (d) Long Fork Coal Company; (e) Martin County Coal Corporation; and (f) Sidney Coal Company, Inc.
- 10. Appalachia Holding Company will convert to a limited liability company under applicable state law in its state of incorporation.
- 11. Alpha Appalachia Holdings, Inc. will convert to a limited liability company under applicable state law in its state of incorporation.
- 12. Debtors (a) Alex Energy, Inc.; (b) Alpha Coal Resources Company, LLC; (c) Alpha Coal Sales Co., LLC; (d) Alpha Coal West, Inc.; (e) Alpha European Sales, Inc.; (f) Alpha Land and Reserves, LLC; (g) Alpha PA Coal Terminal, LLC; (h) Alpha Terminal Company, LLC; (i) Alpha Wyoming Land Company, LLC; (j) Boone East Development Co.; (k) Coal Gas Recovery II, LLC; (l) Cumberland Coal Resources, LP; (m) Dickenson Russell Coal Company, LLC; (n) Dickenson Russell Land and Reserves, LLC; (o) Emerald Coal Resources, LP; (p) Foundation Mining, LLC; (q) Foundation PA Coal Company, LLC; (r) Freeport Mining, LLC; (s) Freeport Resources Company, LLC; (t) Jay Creek Holding, LLC; (u) Maxxim Rebuild Co., LLC; (v) Mill Branch Coal Corporation; (w) Paramont Coal Company Virginia, LLC; (x) Peerless Eagle Coal Co.; (y) Pennsylvania Land Holdings Company, LLC; (z) Pennsylvania Services Corporation; (aa) Power Mountain Coal Company; and (bb) River Processing Corporation (in each case, as such entity exists after the entity conversions described earlier in this Exhibit IV.B.1) will transfer their respective Reserve Price Assets and the liabilities to be assumed by NewCo pursuant to the Stalking Horse APA and the NewCo Asset Sale to

- ANR in exchange for the First Lien Lenders' credit bid of \$325 million of First Lien Lender Claims in connection with the NewCo Asset Sale.³
- ANR will transfer (a) all Subsidiary Debtor Equity Interests and (b) all Assets held by ANR (other than Reserve Price Assets) to ANR, Inc., and, subject to the terms of the Plan (including the discharge described at Section III.E.4 thereof) and the Confirmation Order, ANR, Inc. will assume all liabilities of ANR (other than liabilities to be assumed by NewCo pursuant to the Stalking Horse APA and the NewCo Asset Sale), in exchange for (x) the Reorganized ANR Preferred Interests, (y) the right to receive Reorganized ANR Contingent Revenue Payments and (z) the common equity of ANR Holdings (subsections (x), (y) and (z), collectively, the "ReorgCo Rights").
- 14. ANR will distribute the ReorgCo Rights to or for the benefit of creditors under the Plan, including as applicable to any disputed claims reserve(s) established by the Debtors, in accordance with Articles II and V of the Plan.
- 15. All outstanding shares of ANR Common Stock will be cancelled.
- 16. ANR will issue (a) new shares of common stock, (b) warrants for its common stock (on terms substantially similar to the terms of the NewCo Warrants), (c) promissory note(s) (one on terms substantially similar to the terms of the GUC Distribution Note (if any) and the other on terms substantially similar to the First Lien Lender Takeback/Preferred Consideration) and (d) certain participation rights (on terms substantially similar to the NewCo ABL Participation Rights) (subsections (a), (b), (c) and (d), collectively, the "Recapitalization Consideration") to an escrow/exchange agent (the "Escrow Agent") on behalf of holders of (w) First Lien Lender Claims, (x) Secured Second Lien Noteholder Claims, (y) Category 1 General Unsecured Claims and (z) Category 2 General Unsecured Claims (including as applicable any disputed claims reserve(s) established by the Debtors) in satisfaction of such holders' Claims.⁴
- 17. ANR will transfer the Reserve Price Assets to NewCo or the subsidiaries of NewCo designated by NewCo consistent with the Stalking Horse APA in exchange for (a) the assumption by NewCo or the subsidiaries of NewCo designated by NewCo of the liabilities to be assumed by NewCo pursuant to the Stalking Horse APA and the NewCo Asset Sale; and (b) (i) the NewCo Equity, (ii) the NewCo Warrants, (iii) the GUC Distribution Note (if any), (iv) the First Lien Lender Takeback/Preferred Consideration) and (v) the NewCo ABL Participation Rights (subsections (i), (ii), (iii), (iv) and (v), collectively, the "NewCo Consideration").
- 18. ANR will transfer the NewCo Consideration to the Escrow Agent in exchange for the Recapitalization Consideration, and the Escrow Agent thereafter shall distribute

For purposes of the Restructuring Transactions, the discharge described in Section III.E.4 of the Plan is deemed to occur at the conclusion of the steps described in this paragraph 12. All transactions described in paragraphs 13 through 19 will be deemed to occur *after* the occurrence of the discharge described in Section III.E.4 of the Plan.

The transactions in paragraphs 14, 15 and 16 occur simultaneously.

the NewCo Consideration to holders of (a) First Lien Lender Claims, (b) Secured Second Lien Noteholder Claims, (c) Category 1 General Unsecured Claims and (d) Category 2 General Unsecured Claims (or in each case to a distribution agent or disputed claims reserve on behalf of the creditor) in accordance with Articles II and V of the Plan.⁵

- 19. ANR will convert to a limited liability company under applicable state law in its state of incorporation, issue its equity to ANR, Inc. in exchange for a nominal investment and dissolve.
- 20. Consistent with, but without limiting the terms of or the authority conferred by, Section IV.B.1 of the Plan (or any related provision of the Confirmation Order), to effectuate a simplified organizational structure for the Reorganized Debtors, the Debtors propose to eliminate by statutory dissolution, merger into a surviving Reorganized Debtor, or merger into a subsequently dissolved entity each of the Reorganized Debtors set forth on Schedule 1 hereto (which entities no longer serve an ongoing business purpose).

The proposed elimination of each Reorganized Debtor identified on Schedule 1 will be effectuated following the completion of certain necessary prior actions or events, which actions and events may include, without limitation: (a) the transactions contemplated by the Stalking Horse APA and paragraphs 1 through 19 of this Exhibit IV.B.1; (b) the transfer or release of all applicable permits or licenses; (c) the completion of all employee transfers (and related activities); (d) the assignment or transfer of all applicable real property interests; and (e) the conclusion of any applicable tax year (collectively, the "Pre-Elimination Activities"). The timing and sequencing of the Pre-Elimination Activities shall be determined in the discretion of the Debtors and Reorganized Debtors (as applicable).

As Pre-Elimination Activities are completed, the Debtors intend to effectuate the proposed eliminations through the "Step Plan" set forth on <u>Schedule 2</u> hereto; <u>provided</u> that, if Pre-Elimination Activities cannot be satisfactorily completed with respect to any particular Reorganized Debtor (as determined in the discretion of the Debtors), then the applicable Reorganized Debtor will be retained.

<u>Schedule 3</u> to this Exhibit IV.B.1 reflects the contemplated organizational structure of the Reorganized Debtors at the completion of the Step Plan.

<u>Schedule 4</u> to this Exhibit IV.B.1 lists the names of the Reorganized Debtors proposed to be retained through the Step Plan.

The transactions in paragraphs 12 through 18 occur on the same day.

SCHEDULE 1 TO EXHIBIT IV.B.1

Reorganized Debtors to Be Eliminated¹

- 1. Alpha Coal Resources Company, LLC
- 2. Alpha Coal West, Inc.
- 3. Alpha European Sales, Inc.
- 4. Alpha Midwest Holding Company
- 5. Alpha PA Coal Terminal, LLC
- 6. Alpha Shipping and Chartering, LLC
- 7. Alpha Sub Eight, LLC
- 8. Alpha Sub Eleven, Inc.
- 9. Alpha Sub Nine, LLC
- 10. Alpha Sub One, LLC
- 11. Alpha Sub Ten, Inc.
- 12. Alpha Sub Two, LLC
- 13. Alpha Terminal Company, LLC
- 14. Alpha Wyoming Land Company, LLC
- 15. AMFIRE Holdings, LLC
- 16. Axiom Excavating and Grading Services, LLC
- 17. Barbara Holdings Inc.
- 18. Black Mountain Cumberland Resources, Inc.
- 19. Castle Gate Holding Company
- 20. Coal Gas Recovery II, LLC
- 21. Cumberland Coal Resources, LP
- 22. Delta Mine Holding Company
- 23. DFDSTE Corp.
- 24. Dickenson-Russell Coal Company, LLC
- 25. Dickenson-Russell Land and Reserves, LLC
- 26. Emerald Coal Resources, LP
- 27. Foundation Mining, LLC
- 28. Foundation PA Coal Company, LLC
- 29. Freeport Mining, LLC
- 30. Freeport Resources Company, LLC
- 31. Herndon Processing Company, LLC
- 32. Jay Creek Holding, LLC
- 33. Maxxum Carbon Resources, LLC
- 34. McDowell-Wyoming Coal Company, LLC
- 35. Paramont Coal Company Virginia, LLC
- 36. Pennsylvania Land Holdings Company, LLC
- 37. Pennsylvania Land Resources, LLC
- 38. Pennsylvania Land Resources Holding Company, LLC
- 39. Pennsylvania Services Corporation

The Reorganized Debtors are identified on this Schedule 1 in the form and under the entity name in effect on August 3, 2015, and before any conversions effected as part of the Restructuring Transactions.

- 40. Plateau Mining Corporation
- 41. Power Mountain Coal Company
- 42. Resource Development LLC
- 43. Resource Land Company LLC
- 44. River Processing Corporation
- 45. Thunder Mining Company II, Inc.
- 46. Warrick Holding Company

SCHEDULE 2 TO EXHIBIT IV.B.1

Step Plan¹

Step	Action		
DISTR	DISTRIBUTIONS		
1	Distributions to Alpha American Coal Company, LLC		
	a. Alpha Midwest Holding Company will distribute all of the capital stock of Wabash Mine Holding Company to Alpha American Coal Company, LLC.		
2	Distributions to Alpha Natural Resources, LLC		
	a. McDowell-Wyoming Coal Company, LLC will distribute all of the membership interests of the following entities to Alpha Natural Resources, LLC:		
	i. Kepler Processing Company, LLC; and		
	ii. Litwar Processing Company, LLC.		
	b. Maxxum Carbon Resources, LLC will distribute all of the membership interests of the following entities to Alpha Natural Resources, LLC:		
	i. Alpha Land and Reserves, LLC; and		
	ii. AMFIRE, LLC.		
3	Distributions to Appalachia Holding Company		
	a. Resource Development LLC will distribute all of the membership interests of Harlan Reclamation Services LLC to Black Mountain Cumberland Resources, Inc.		
	b. Black Mountain Cumberland Resources, Inc. will distribute all of the capital stock of the following entities to Appalachia Holding Company:		
	i. Harlan Reclamation Services LLC;		
	ii. North Fork Coal Corporation;		
	iii. Mill Branch Coal Corporation; and		
	iv. Pigeon Creek Processing Corporation.		
MERC	MERGERS		
4	Upstream Mergers		
	a. The following entities will merge into Pennsylvania Land Resources Holding		

The Reorganized Debtors are identified on this Schedule 2 in the form and under the entity name in effect on August 3, 2015 and before any conversions effected as part of the Restructuring Transactions.

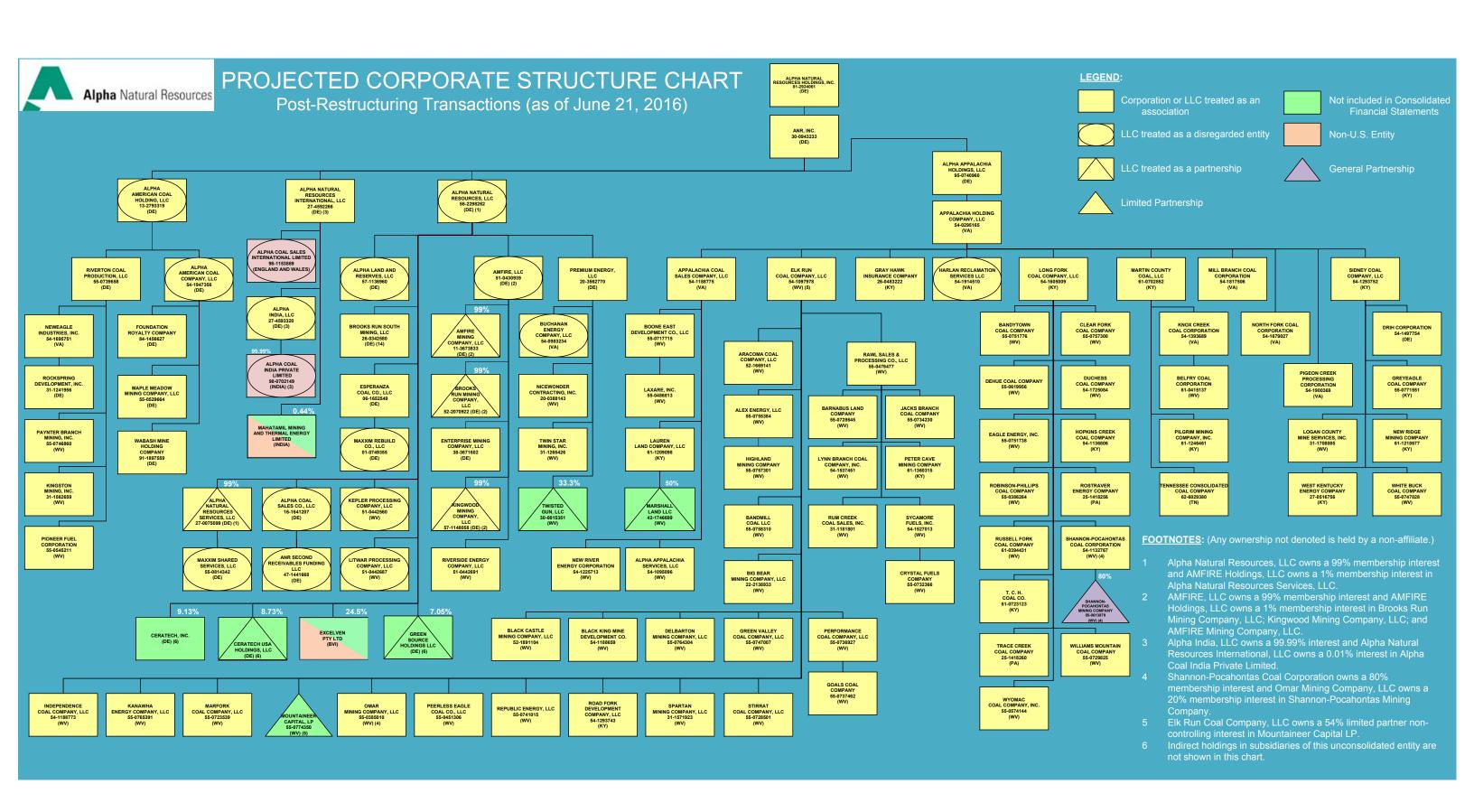
Step	Action
	Company, LLC:
	i. Coal Gas Recovery II, LLC; and
	ii. Pennsylvania Land Resources, LLC.
	b. Pennsylvania Land Resources Holding Company, LLC will merge into Pennsylvania Services Corporation.
	c. The following entities will merge into Foundation PA Coal Company, LLC:
	i. Freeport Mining, LLC;
	ii. Foundation Mining, LLC; and
	iii. Alpha PA Coal Terminal, LLC.
	d. The following entities will merge into Alpha Midwest Holding Company:
	i. Castle Gate Holding Company;
	ii. Delta Mine Holding Company; and
	iii. Warrick Holding Company.
	d. Herndon Processing Company, LLC will merge into McDowell-Wyoming Coal Company, LLC.
	e. Paramont Coal Company Virginia, LLC will merge into Maxxum Carbon Resources, LLC.
	f. The following entities will merge into Black Mountain Cumberland Resources, Inc.:
	i. Resource Development LLC; and
	ii. Resource Land Company LLC.
5	Cross-Species Mergers
	a. Foundation PA Coal Company, LLC and Pennsylvania Services Corporation will cause the following entities to merge into Barbara Holdings Inc.:
	i. Cumberland Coal Resources, LP; and
	ii. Emerald Coal Resources, LP.
	b. Alpha American Coal Company, LLC will cause the following entities to merge into Barbara Holdings Inc.:
	i. Alpha Coal Resources Company, LLC;
	ii. Alpha Midwest Holding Company;
	iii. DFDSTE Corp.;
	iv. Freeport Resources Company, LLC;
	v. Foundation PA Coal Company, LLC;

Step	Action
	vi. Pennsylvania Land Holdings Company, LLC;
	vii. Pennsylvania Services Corporation;
	viii. Plateau Mining Corporation; and
	ix. River Processing Corporation.
	c. ANR, Inc. will cause the following entities to merge into Barbara Holdings Inc.:
	i. Alpha Coal West, Inc.; and
	ii. Alpha Wyoming Land Company, LLC.
	d. Alpha Natural Resources, LLC will cause the following entities to merge into Barbara Holdings Inc.:
	i. Alpha Shipping and Chartering, LLC;
	ii. Alpha Sub One, LLC;
	iii. Alpha Sub Two, LLC;
	iv. Alpha Sub Eight, LLC;
	v. Alpha Sub Nine, LLC;
	vi. Alpha Terminal Company, LLC;
	vii. AMFIRE Holdings, LLC;
	viii. Axiom Excavating and Grading Services, LLC;
	ix. Jay Creek Holding, LLC;
	x. Maxxum Carbon Resources, LLC; and
	xi. McDowell-Wyoming Coal Company, LLC.
	e. Esperanza Coal Co., LLC will cause the following entities to merge into Barbara Holdings Inc.:
	i. Dickenson-Russell Coal Company, LLC; and
	ii. Dickenson-Russell Land and Reserves, LLC.
	f. Appalachia Coal Sales Company, Inc. will cause Alpha European Sales, Inc. to merge into Barbara Holdings Inc.
	g. Elk Run Coal Company, Inc. will cause the following entities to merge into Barbara Holdings Inc.:
	i. Power Mountain Coal Company; and
	ii. Thunder Mining Company II, Inc.
	h. Appalachia Holding Company will cause Black Mountain Cumberland Resources,

Step	Action	
	Inc. to merge into Barbara Holdings Inc.	
6	Intra-Delaware Mergers	
	a. Alpha Natural Resources, LLC will cause the following entities to merge into Barbara Holdings Inc.:	
	i. Alpha Sub Ten, Inc.; and	
	ii. Alpha Sub Eleven, Inc.	
DISSOLUTION		
7	Statutory Dissolution	
	a. Following the expiration of all applicable statutes of limitations for any remaining employee-related liabilities, the President of Barbara Holdings Inc. will cause Barbara Holdings Inc. to dissolve under Delaware General Corporation Law § 303.	

SCHEDULE 3 TO EXHIBIT IV.B.1

Post-Restructuring Transactions Organizational Chart



SCHEDULE 4 TO EXHIBIT IV.B.1

Reorganized Debtors to Be Retained¹

- 1. Alex Energy, Inc.
- 2. Alpha American Coal Company, LLC
- 3. Alpha American Coal Holding, LLC
- Alpha Appalachia Holdings, Inc. 4.
- 5. Alpha Appalachia Services, Inc.
- Alpha Coal India Private Limited 6.
- 7. Alpha Coal Sales Co., LLC
- 8 Alpha Coal Sales International Limited
- 9. Alpha India, LLC
- Alpha Land and Reserves, LLC 10.
- Alpha Natural Resources International, LLC 11.
- Alpha Natural Resources Services, LLC 12.
- 13. Alpha Natural Resources, LLC
- 14. AMFIRE Mining Company, LLC
- 15. AMFIRE, LLC
- ANR Second Receivables Funding, LLC 16.
- Appalachia Coal Sales Company, Inc. 17.
- 18. Appalachia Holding Company
- 19. Aracoma Coal Company, Inc.
- 20. **Bandmill Coal Corporation**
- 21. Bandytown Coal Company
- Barnabus Land Company 22.
- 23. **Belfry Coal Corporation**
- Big Bear Mining Company 24.
- Black Castle Mining Company, Inc. 25
- Black King Mine Development Co. 26.
- 27. Boone East Development Co.
- 28. Brooks Run Mining Company, LLC
- 29. Brooks Run South Mining, LLC
- 30 Buchanan Energy Company, LLC
- 31. Clear Fork Coal Company
- Crystal Fuels Company 32.
- 33. Dehue Coal Company
- 34. **Delbarton Mining Company**
- **DRIH** Corporation 35.
- 36. **Duchess Coal Company**
- 37. Eagle Energy, Inc.

The Reorganized Debtors are identified on this Schedule 4 in the form and under the entity name in effect on August 3, 2015 and before any conversions effected as part of the Restructuring Transactions.

- 38. Elk Run Coal Company, Inc.
- 39. Enterprise Mining Company, LLC
- 40. Esperanza Coal Co., LLC
- 41. Foundation Royalty Company
- 42. Goals Coal Company
- 43. Green Valley Coal Company
- 44. Greyeagle Coal Company
- 45. Harlan Reclamation Services LLC
- 46. Highland Mining Company
- 47. Hopkins Creek Coal Company
- 48. Independence Coal Company, Inc.
- 49. Jacks Branch Coal Company
- 50. Kanawha Energy Company
- 51. Kepler Processing Company, LLC
- 52. Kingston Mining, Inc.
- 53. Kingwood Mining Company, LLC
- 54. Knox Creek Coal Corporation
- 55. Lauren Land Company
- 56. Laxare, Inc.
- 57. Litwar Processing Company, LLC
- 58. Logan County Mine Services, Inc.
- 59. Long Fork Coal Company
- 60. Lynn Branch Coal Company, Inc.
- 61. Maple Meadow Mining Company
- 62. Marfork Coal Company, Inc.
- 63. Martin County Coal Corporation
- 64. Maxxim Rebuild Co., LLC
- 65. Maxxim Shared Services, LLC
- 66. Mill Branch Coal Corporation
- 67. New Ridge Mining Company
- 68. New River Energy Corporation
- 69. Neweagle Industries, Inc.
- 70. Nicewonder Contracting, Inc.
- 71. North Fork Coal Corporation
- 72. Omar Mining Company
- 73. Paynter Branch Mining, Inc.
- 74. Peerless Eagle Coal Co.
- 75. Performance Coal Company
- 76. Peter Cave Mining Company
- 77. Pigeon Creek Processing Corporation
- 78. Pilgrim Mining Company, Inc.
- 79. Pioneer Fuel Corporation
- 80. Premium Energy, LLC
- 81. Rawl Sales & Processing Co.
- 82. Republic Energy, Inc.
- 83. Riverside Energy Company, LLC

- 84. Riverton Coal Production Inc.
- 85. Road Fork Development Company, Inc.
- 86. Robinson-Phillips Coal Company
- 87. Rockspring Development, Inc.
- 88. Rostraver Energy Company
- 89. Rum Creek Coal Sales, Inc.
- 90. Russell Fork Coal Company
- 91. Shannon-Pocahontas Coal Corporation
- 92. Shannon-Pocahontas Mining Company
- 93. Sidney Coal Company, Inc.
- 94. Spartan Mining Company
- 95. Stirrat Coal Company
- 96. Sycamore Fuels, Inc.
- 97. T. C. H. Coal Co.
- 98. Tennessee Consolidated Coal Company
- 99. Trace Creek Coal Company
- 100. Twin Star Mining, Inc.
- 101. Wabash Mine Holding Company
- 102. West Kentucky Energy Company
- 103. White Buck Coal Company
- 104. Williams Mountain Coal Company
- 105. Wyomac Coal Company, Inc.